

**SULABH ENGINEERS AND
SERVICES LIMITED**

29TH ANNUAL REPORT 2011-2012

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CHAIRMAN'S MESSAGE

Dear Shareholders,

I am very happy to get this opportunity to share with you the performance of your Company for the financial year 2011-12. Your Company has endured to make good profits of 1479.99(Rs in '000) from the last financial year of 67.39(Rs in '000), even under adverse market conditions. The International economic scenario is enigmatic. Growth is picking up from the recent slowdown, but still it is not in tune with the expectations of stakeholders. The inflation is also a serious cause of concern. The high oil prices may add fuel to the fire towards inflationary trends. However there has been marginal improvement in the global economic condition.

Indian economic growth is almost below seven per cent in 2011-12 as compared to the growth rate of 8.4 per cent for 2010-11 owing to global as well as domestic uncertainties and also due to other structural factors. While upside risks to inflation have to be kept in mind, we are required to maintain the pace of our economy.

Your Company follows strong corporate value and high quality in service. It has responded well with reasonably good growth in Business and in a manner which is beneficial to all Stakeholders.

Your Company is very keen to identify, and create new opportunities for the growth of business. In this regard, I, along with all Board Members join each and every stakeholder of the Company with great commitment and also look forward to your continued support in the fulfillment of objectives of the Company.

With warm wishes,

Yours sincerely,

-Sd-
(Manoj Kumar Agarwal)
Whole time Director

BOARD OF DIRECTORS

Mr. Manoj Kumar Agarwal	Director
Mrs. Deepa Mittal	Director
Mr. Santosh Kumar Agarwal	Director
C.A. Rajiv Agarwal	Director
Mr. Rakesh Chand Agarwal	Director

AUDITOR

Rakesh Soni & Co.
Chartered Accountants
006 Leena Apartment, 60 Feet Road,
Bhayandar (W) Mumbai-401101
Ph: 022- 28144804/22975716

BANKER

BANK OF INDIA
HDFC BANK
UNION BANK OF INDIA

REGISTERED OFFICE

401 Oriental House, 229/231 Samuel Street, Mumbai- 400003

CORPORATE OFFICE

3/98 Hanumant Kripa, Vishnupuri, Kanpur 208002

COMPLIANCE OFFICER

Manoj Kumar Agarwal

REGISTRAR AND SHARE TRANSFER AGENT

M/S Skyline Financial Services Private Limited
D-153-A, 1st floor, Okhala Industrial Area,
Phase I, New Delhi- 110020

E-MAIL I.D. & CONTECT NO. FOR INVESTORS

E- Mail ID: sulabheng22@gmail.com
Contact No. : 0512- 2361892

REPORT ON CORPORATE GOVERNANCE

The Company has complied with the most of the requirements of Corporate Governance as laid down under the applicable Clause 49 of the Listing Agreements with the Stock Exchanges.

1. BOARD OF DIRECTORS

The Board of the Company comprises of five Directors having two Directors as Non-executive independent Directors, one Director as Non- executive Promoter Director and two Directors as Promoter executive Director as follows:

Sl. NO.	NAME	DESIGNATION
1.	Mr. Manoj Kumar Agarwal	Executive Director/Promoter
2.	Mrs. Deepa Mittal	Executive Director/Promoter
3	Mr. Santosh Kumar Agarwal	Non-Executive Director/Promoter
4.	C.A. Rajiv Agarwal	Independent Director
5.	Mr. Rakesh Chand Agarwal	Independent Director

NUMBER OF BOARD MEETINGS

During the year the Board met 16 times on 29/04/2011, 31/05/2011, 10/06/2011, 25/06/2011, 02/07/2011, 12/08/2011, 05/09/2011, 24/10/2011, 02/11/2011, 06/12/2011, 25/01/2012, 01/02/2012, 08/02/2012, 10/02/2012, 23/03/2012 and the maximum gap between two board meetings was not more than 4 months.

DIRECTORS ATTENDANCE RECORD & DIRECTORSHIP HELD

The Composition and category of the Directors on the Board, and their attendance at the Board meetings during the year and at the last Annual General Meeting as also number of Directorship and Committee Membership/Chairmanship as on 31st March, 2012 are as follows:

Name of Director	Category of Directorship	No. of Board Meeting held	No. of Board Meeting attended	Last AGM Attended	Other Directorship	Other Committees
Mr. Manoj Kumar Agarwal	Executive Director/Promoter	16	16	Yes	01	shareholders /investors Grievance committee, Member
Mrs. Deepa Mittal	Executive Director/Promoter	16	16	Yes	02	Remuneration Committee, Member,
Mr. Santosh Kumar Agarwal	Non-Executive Director/Promoter	16	16	Yes	02	Audit committee Member

C.A. Rajiv Agarwal	Independent Director	16	16	Yes	Nil	Audit committee Chairman, shareholders/investors Grievance committee Member, Remuneration committee, Member
Mr. Rakesh Chand Agarwal	Independent Director	16	12	Yes	Nil	Audit committee Member shareholders/investors committee, Chairman Remuneration committee, Chairman

DISCLOSURES REGARDING APPOINTMENT/RE-APPOINTMENT

As per Section 255 read with Section 256 of the Companies Act, 1956 two third of the Directors should retire by rotation. One third of these Directors are required to retire every year and if eligible they can offer themselves for reappointment. Accordingly Shri Santosh Kumar Agarwal, Director, is liable to retire by rotation and offers himself for reappointment subject to approval of members in general meeting.

2. COMMITTEE OF THE BOARD

The Company has constituted the committee as required under the Listing Agreement at its Board Meeting held on 29 April 2011.

AUDIT COMMITTEE

The Composition of Audit Committee is as mentioned herein below:

Sl No.	Name	Designated position in the committee
1.	Rajiv Agarwal	Chairman
2.	Rakesh Chand Agarwal	Member
3.	Santosh Kumar Agarwal	Member

REMUNARATION COMMITTEE

The composition of remuneration committee is as follows:

SL No.	Name	Designated position in the committee
1.	Rakesh Chand Agarwal	Chairman
2.	Rajiv Agarwal	Member
3.	Deepa Mittal	Member

DETAILS OF REMUNARATION TO THE DIRECTORS

SL NO	Name and designation	Salary	Other Benefits	Total
1.	Mr. Manoj Kumar Agarwal Whole Time Director	Rs.1,80,000	00	Rs.1,80,000
2.	Mrs. Deepa Mittal Whole Time Director	Rs.1,80,000	00	Rs.1,80,000
3.	Mr. Santosh Kumar Agarwal Non-Executive Director	nil	nil	nil
4.	C.A. Rajiv Agarwal Independent Director	nil	nil	nil
5.	Mr. Rakesh Chand Agarwal Independent Director	nil	nil	nil

SHAREHOLDER/INVESTOR'S GRIEVANCE COMMITTEE

The Composition of shareholder/investor's grievance committee is as follows:

SI No.	Name	Designated position in the committee
1.	Rakesh Chand Agarwal	Chairman
2.	Rajiv Agarwal	Member
3.	Manoj Kumar Agarwal	Member

3. GENERAL BODY MEETING

Details regarding the last three Annual General Meetings are as follows:

Financial year	Date of Meeting	Venue of Meeting	Timing of Meeting
2008-09	29/09/2009	185 Sheikh Memon Street, 3 rd floor, Mumbai-400003	10:00 A.M.
2009-10	15/07/2010	185 Sheikh Memon Street, 3 rd floor, Mumbai-400003	10:00 A.M.
2010-2011	30/09/2011	401 Oriental House, 229/231, Samuel Street, Mumbai-400003	11:00 A.M.

An Extra Ordinary General Meeting of the Company was held on 09/03/2012 at 11:00 A.M. at its Registered Office i.e. 401 Oriental House, 229/231, Samuel Street, Mumbai-400003

DETAILS OF SPECIAL RESOLUTION IN THE LAST THREE AGM

During this financial year the Company has passed a special resolution U/S 149 (2A) to undertake the new business which are mentioned in clause 75 and 84 of Memorandum of Association in the EGM held on 09/03/2012.

DETAILS OF SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT PROCESS

There is no resolution passed through postal ballot process at the ensuing Annual General Meeting.

4. DISCLOSURES

The Company has complied with most of the mandatory requirements of Clause 49 of the Listing Agreement.

5. MEANS OF COMUNICATATION

The Company has timely published its quarterly results in the newspapers.

6. **GENERAL SHARE HOLDER INFORMATION**

I. Annual General Meeting : Date: 22/08/2012
Time: 11:00 AM
Venue: B-32 APMC MARKET-I
PHASE-II, SECTOR-19
VASI,
NAVI MUMBAI-400705

II. Financial Year : April 2011 - March 2012

III. Date of book closure : 17/08/2012 - 22/08/2012

IV. Dividend payment date : N/A

The Directors of the company are of the opinion not to declare dividend for the financial year.

V. Listing on Stock Exchange: BSE Limited, Mumbai
U.P. Stock Exchange Limited, Kanpur

VI. Stock Code : BSE- 508969

VII. Market Price : Trading of scrip started from Dec 2011.
Month wise Market price is given below:

MONTH	LOW	HIGH	VOLUME
December 2011	11.22	13.89	600
January 2012	14.16	16.88	500
February 2012	17.20	17.20	50
March 2012	17.50	18.55	200

VIII. Registrar and Transfer Agent: M/S Skyline Financial Services Private
D-153-A, 1st floor, Okhala Industrial Area,
Phase I, New Delhi- 110020

IX. Share Transfer System: The Company has provided a common agency regarding the Share Registration and Transfer by our Registrar And Transfer Agent i.e. Skyline Financial Services Private Limited, New Delhi within a period of 30 days from the date of receiving, subject to the validity and completeness of documents in all respect.

X. Distribution of shareholding:

Shareholding pattern of the Company as on 31st March 2012

Category	No. of Shares	Percentage of Holding
Govt(Central & States)	0	0
Govt Companies	0	0
Public financial institution	0	0
Nationalized/Other Institutions/Bank	0	0
Mutual Funds	0	0
Venture Capital	0	0
Foreign Holding	0	0
Bodies Corporate	850	0.01
Directors/Relative	2,848,850	28.35
Others	7,197,800	71.64
TOTAL	10047500	100

Distribution of Shareholding:

CATEGORY		SHAREHOLDERS	
FROM	TO	NUMBER	PERCENTAGE
01	100000	92	25.06
100001	200000	37	36.23
200001	300000	03	08.46
300001	400000	01	03.98
400001	500000	03	14.33
500001	600000	02	11.94
TOTAL		138	100

XI Dematerialization of Shares and Liquidity:

90% of the shares of Company are in dematerialized form.

XII Address for correspondence:

17/11 The Mall, Kanpur 208001

XIII CFO Certification:

In terms of the requirements of Clause 49(V) of the Listing Agreement, the CFO have submitted necessary certificate to the Board at its meeting held on 16/07/2012 stating the particulars specified under the said clause.

7. **CORPORATE SOCIAL RESPONSIBILITY**

The Company is planning for taking an initiative for implementation of "Green Initiative" in the corporate governance for allowing paperless compliances as per the circular issued by the Ministry of Corporate affairs and to facilitate its member by providing all the information relating to notices of Shareholder Meetings, Annual Report of the Company by e-mail. The Company is also planning to take initiative on promoting social welfare in near future.

DIRECTOR'S REPORT

Dear Shareholders,

Your Directors take pleasures in presenting the 29th Annual Report together with Audited statement on the business and operations of the company for the year ended on 31st March, 2012.

FINANCIAL RESULTS:

	2011-2012 (Rs.in'000)	2010-2011 (Rs.in'000)
Income	3782.90	272.88
Profit/(Loss) before interest & dep.	2013.19	67.42
Less:		
Interest	0.00	0.00
Depreciation	0.28	0.03
Profit / (Loss) Before Tax	2013.19	67.39
Provision for Taxation	0.00	0.00
Provision for Taxation For earlier year	0.00	0.00
	1479.99	67.39

OPERATIONAL RESULTS:

During the year under review, the company has received an income of Rs.3782.90 Thousand as compared to the previous year income of Rs.272.88 and earned a profit after tax of Rs.2013.19 thousand as compared to the previous year profit of Rs.67.39 thousand. Though the performance of company is better than the last year still your directors are trying to improve the performance of the company and are hopeful for the better result of the company in the next financial year.

DIVIDEND:

In view to conserve the financial resources of the company for meeting financial requirements for future business projects it was decided by your director not to declare any dividend this year.

FIXED DEPOSIT:

Your company has not accepted any deposit prescribed U/s 58A of the companies Act 1956 during the financial year.

AUDITORS:

Satish Soni & Co., Chartered Accountants, from whom company has received a certificate that his appointment as Auditors, is within the limit as laid down 224(1B) of the companies Act, 1956, shall hold office from the conclusion this Annual General Meeting to the conclusion of 30th Annual General Meeting.

CHANGE IN MANAGEMENT & TAKEOVER:

There is no change in the management of the company during the Financial Year.

RESPONSIBILITY STATEMENT OF THE BOARD OF DIRECTORS:

As stipulated in section 217 (2AA) of Companies Act 1956, Your Directors subscribe to the Directors Responsibility statement and confirm as under:

- i. That the preparations of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. That the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of financial year and of the Profit of the company for that period.
- iii. That the directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. That the Directors have prepared the annual accounts on a going concern basis.

INDUSTRIAL RELATIONS:

During the period under review the relation between employee and Management remained cordial.

DIRECTOR:

The Board of the company is duly constituted and there has been no change in the composition of the board.

Shri Santosh Kumar Agarwal is eligible to retire by rotation at the AGM.

None of the Directors is Disqualified u/s 274(1) (g) of the companies Act, 1956.

AUDITORS REPORT:

The observation as per Auditors Report is self-explanatory and does not call any further clarification from directors.

CORPORATE GOVERNANCES:

As the company is required to comply with clause 49 of the Listing Agreement so the Corporate Governance Report confirming the compliance of conditions of corporate Governance forms part of the Annual Report.

LISTING OF SHARES:

The Company's shares are listed with the Uttar Pradesh Stock Exchange Ltd., Padam Tower, and 14/113, Civil Lines, Kanpur and Bombay Stock Exchange Ltd., 1st Floor, P.J.Towers, Dalal Street, Mumbai. The company had made preferential allotment of 70,00,000 equity shares on 22-03-2012 in respect of which proper intimation has been given to the stock exchanges and the listing approval for the same along with trading permission has been given to the stock exchanges and the listing approval for the same along with trading permission has been granted by the both the stock exchanges.

RISK AND INTERNAL ADEQUACY:

The company has adequate internal control procedures commensurate with its size and nature of its business. The Board of Directors periodically reviews the audit plans, internal audit reports, adequacy of internal control and mismanagement.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING OUTGO:

Your Company is not engaged in any manufacturing activity which is power intensive, it basically engaged in trading activities and use power saving devices by implementing the advanced and latest technology in carrying out its operational activities. There is a system of proper check and control in order to avoid unnecessary wastage of power and energy. Foreign Exchange earnings and outgo is NIL.

EMPLOYEES:

The particulars as required w/s217 (3A) of the companies Act, 1956 are furnished as none of the employee is drawing remuneration of Rs.500000/- or more per month if employees for apart of the year of Rs.6000000/-if employed throughout the period.

ACKNOWLEDGEMENTS:

Yours Directors acknowledge with thanks for the co-operation and assistance what so ever received from employees, members, banks and govt. Authorities.

By the Order and on behalf of the Board of Directors

SULABH ENGINEERS AND SERVICES LTD.

PLACE: KANPUR
DATE : 16-07-2012

SD/-

SD/

Manoj Kumar Agarwal
DIRECTOR

Deepa Mittal
DIRECTOR



AUDITORS' REPORT

The Members of

Sulabh Engineers and Services Limited

1. We have audited the attached Balance Sheet of Sulabh Engineers and Services Limited as at 31st March, 2012, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date annexed there to. These Financial Statements are the responsibility of the Company's Management.

Our responsibility is to express an opinion on these Financial Statements based on our Audit.

2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit includes examining on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion and we report that:
3. As required by the Companies (Auditors' Report) Order 2003 issued by the Central Government of India in terms Sec.227 (4A) of the Companies Act 1956 and on the basis of such checks of the books and records as we considered necessary and appropriate and according to the information and explanation given to us during the course of audit, the statement on the matters specified in paragraph 4&5 of the said order, is enclosed herewith.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we Report that:
 - a) we have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper Books of Accounts as required by law have been kept by the Company so far as appears from our examination of such Books.
 - c) The Balance Sheet and Profit & Loss A/c referred to in this report, are in agreement with the Books of Accounts.



d) In our opinion the Balance Sheet, Cash flow Statement and Profit & Loss a/s dealt with by this Report comply, subject to Notes to Accounts, with the Mandatory Accounting Standards Accounting Standards referred to Sec.211(3C) of the Companies Act,1956, to the Extent.

e) On the basis of written representations received from the Directors as on 31st March,2012 and taken on record by the Board of Directors, we report that none of the Director is disqualified as on 31.03.2012 from being appointed as Director in terms of Clause (g) of Sub- Sec.(1) of Sec. 274 of the Companies Act,1956.

f) In our opinion and to the best of our information and explanation given to us, the said statements of account, read together with significant accounting policies and Notes on Accounts there on, give the information required by the companies Act,1956 in the manner so required and give a true & fair view in conformity with the accounting principles generally accepted in India:

(i) in so far as relates to the Balance Sheet of the state of Affairs of the company as at 31st march 2012,

(ii) In so far as relates to the Profit & Loss account of the Profit of the company for the year ended on that date and

(iii) In case of the Cash Flow Statement, of the Cash Flow for the year ended on that date.

For RAKESH SONI & CO.,

Chartered Accountants,


(C.A. R.K. SONI)



Proprietor.

M.N.-047151

FRN-114625W

PLACE: MUMBAI.

DATE: 30.05.2012.

ANNEXURE TO THE AUDITORS REPORT

REFERRED TO IN PARAGRAPH OUR REPORT OF EVEN DATE:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) The fixed assets are physically verified by the management at reasonable intervals having regard to the size of the company and nature of its assets. No materials discrepancies were noticed during such verification during the year.
 - (c) The company has not disposed off any part of fixed assets during the year and accordingly going on concern is not affected, except Rs.284/- being full amount of net WDV was charged as Depreciation to Revenue a/c.
2. In respect of inventories: There were no inventory, hence this clause is not applicable.
3. In respect of the Loans, secured or unsecured, granted or taken by the company to/from companies, firms or other parties covered in the register maintained u/s.301 of the Companies Act,1956:
- (a) the company has given loans to various parties and total outstanding at the year end was Rs.12.53 Crores (including Rs.1.50 Crores interest free loan), maximum outstanding during the year any time was Rs.15.43 Crores.
 - (b) The company has not taken loans, secured or unsecured, from Companies, firms or other parties covered in the register maintained u/s.301 of the Companies Act,1956.
 - (c) In our opinion the rate of interest and other terms and condition on which loans given by the company are not prima facie prejudicial to the interest of the company. The parties are repaying the principal amounts as stipulated and are also irregular in payment of interest, wherever applicable .
 - (d) In respect of aforesaid loans, there is no overdue amount.
4. In our opinion and according to the information given to us the company has adequate internal control procedure, commensurate to the size of the company and nature of its Business for the purchase of inventories and fixed assets and for sale of goods Further based on our examination and according to the information & explanation given to us we have neither come across nor have been informed of any major weakness in the internal control.
5. To the best of knowledge and belief and according to the information and explanation given to us we are of the opinion that the transaction that need entered in the register in pursuance of sec. 301 of the companies Act 1956 has been so entered.
6. The company has not accepted any deposit from public to which the directive issued By the Reserve Bank of the India and the provision of sec.58AA of the Act and the Rules framed there under applicable.
7. In our opinion the company has internal audit system commensurate with the size and nature of its business.
8. As explained to us the central govt. has not prescribed maintenance of cost record u/s 209(1) (d) of the companies Act 1956 for any of the company.
9. In respects of statutory dues:
- (a) According to the records of the company and information and explanation given to us the company has been regular in depositing undisputed statutory dues to the extent applicable, with the appropriate authorities during the year. According the information and explanation given to us, no undisputed amount payable in respect of the above were in arrears as on 31.03.2012 for a period of more than 6 months from the date on which they become payable. We have been explained that status relating to other statutory dues including Employees State Insurance, Provident Fund, Sales Tax, Wealth Tax, Custom Duty, Investor Education and Protection Fund, Excise Duty and Service Tax are not applicable to the Company during the year.
10. The Company have not accumulated losses at the end of the financial year and have not incurred cash losses during the year covered by the audit and immediately preceding financial year.
11. On the basis of information and explanation given to us the company has not defaulted in repayment of dues to any Bank or financial institution. The company has not obtained any borrowing by way of debentures.



12. Based on our examination of record and the information & explanation given to us the company has not granted any loans and advances on the basis of security by way of pledge of shares debentures and other securities .
13. In our opinion the company is not a chit fund or and Nidhi/ Mutual benefit fund / society therefore the provision of clause (xiii) of this order are not applicable.
14. In our opinion the Company has maintained proper records of transactions and contracts relating to shares and securities and other investments made, entered into during the year and timely entries have been made therein.
15. According to the information and explanation given to us and record examined by us the company has not given any guaranty for the loan taken by others from Banks or financial institutions.
16. In our opinion and according to the information & explanation given to us the company has not taken term loan during the year and not been defaulter in repayment of principal and interest by way of installment.
17. According to the information and explanations given to us and on overall examination of the Balance Sheet of the Company, we are of the opinion that there are no funds raised on short term basis that have been used for long term investment.
18. The company has made preferential allotment of 70,00,000 Equity shares of Rs.10/- each on premium of Rs.10/- each, out of which 17,00,000 Equity shares were issued to Promoters and 53,00,000 Equity shares were issued to Non-Promoters, covered in Register maintained u/s.301 of the Companies Act, 1956.
19. The company has not raised any money by way of public issue during the year, except issue of preferential allotment of 70,00,000 Equity shares of Rs.10/- each on premium Rs.10/- each.
20. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanation given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have been informed of such case by the management.
21. The other clauses of the companies (Auditors' Report) Order 2003 are not applicable in the case of this company for the current year.

For RAKESH SONI & CO.,

Chartered Accountants,



(CA.R.K.SONI)

Proprietor,

M.N.-047151

FRN-114625W

PLACE: MUMBAI.

DATE:30.05.2012.



SULABH ENGINEERS AND SERVICES LIMITED

REGD. OFFICE : 401 ORIENTAL HOUSE, 229/231, SAMUEL STREET, MUMBAI - 400003.

BALANCE SHEET AS ON 31.03.2012

Particulars	Note No	2011-12	2010-11
EQUITY & LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	100475000	30475000
(b) Reserve & Surplus	2	104019271	32559891
(c) Money Received against share warrants		0	0
(d) Minority Interest		0	0
(2) Share application money pending allotment		0	0
(3) Non- Current Liabilities			
(a) long Term borrowings	3	0	0
(b) Deffered tax liabilities	3	0	0
(c) Other long term liabilities	3	0	128515
(d) Long term provisions	4	0	0
(4) Current liabilities			
(a) Short term borrowings	3	0	0
(b) Trade payable	3	0	0
(c) Other current Liabilities	3	746034	144410
(d) Short Term provisions	4	533201	0
TOTAL		205773506	63307816
II. ASSETS			
(1) Non Current Assets			
(a) Fixed Assets			
(i) Tangible assets	5	0	284
(ii) Intangible assets	5	0	0
(iii) Capital work in progress		0	0
(iv) Intangible assets under development		0	0
(b) Non- current investments	6	1450000	0
(c) Deffered tax assets (net)		0	0
(d) Long term loans & advances	11	0	26041481
(e) Other non-current assets	11	2030520	648104
(2). Current assets			
(a) Current investment	7	0	0
(b) Inventories	8	0	0
(c) Trade Receivables	10	0	0
(d) Cash & cash equivalents	9	51262860	36617947
(e) Short term loans and advances	11	151030126	0
(f) Other current assets	11	0	0
TOTAL		205773506	63307816

Notes to Accounts

- Figures have been rounded of to the nearest rupee
"As per our report of even date"

For RAKESH SONI & CO.,
Chartered Accountants,

(Signature)
(CA RAKESH SONI)
Proprietor.

M.N.- 047151.
FRN-114625W.



For and on behalf of the Board

(Signature)
(Manoj Kumar Agarwal)
DIRECTOR

(Signature)
(Deepa Mittal)
DIRECTOR

Place: Mumbai
Date : 30.05.2012

SULABH ENGINEERS AND SERVICES LIMITED

REGD. OFFICE : 401 ORIENTAL HOUSE, 229/231, SAMUEL STREET, MUMBAI - 400003.

Profit and Loss statement for the year ended 31st March 2012

Particulars	Note No.	2011-12	2010-11
I. Revenue from operations	12	3782904	272877
II. Other Income	13	0	0
III.Total Revenue(I+II)		3782904	272877
IV. EXPENSES:			
Cost of material consumed	14	0	0
Purchase of Stock- in-Trade	14	0	0
Changes in inventories of finished goods, work in progress and stock-in- Trade	14	0	0
Employee benefit expense	15	513000	44469
Financial Cost	16	3010	1565
Depreciation and amortization expense	5	284	32
Other Expenses	17	1253416	159417
IV.Total Expenses		1769710	205483
V. Profit before exceptional and extarordinary items and tax	(III-IV)	2013194	67394
VI.Exceptional Items		0	0
VII. Profit before extraordinary items and tax	(V-VI)	2013194	67394
VIII. Extraordinary Items		0	0
IX. Profit before tax	(VII-VIII)	2013194	67394
X. Tax Expense:			
(1) Current Tax		533201	0
(2) Deffered Tax			
XI. Profit(Loss) from the period continuing operations	(IX-X)	1479993	67394
XII. Profit/(Loss) from discounting operations		0	0
XIII. Tax expense of disconting operations		0	0
XIV. Profit/(Loss) from discounting operations	(XII-XIII)	0	0
XV. Profit/(loss) for the period	(XI+ XIV)	1479993	67394
XVI. Share of results of Associates		0	0
XVII. Minority Interest		0	0
XVIII. Profit/(loss) for the period	(XV+XVI+XVII)	1479993	67394
XIX. Earning per equity share:			
(1) Basic		0.46	0.21
(2) Dilluted		0.46	0.21

Notes to Accounts

1. Figures have been rounded of to the nearest rupee


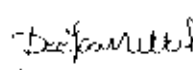
For RAKESH SONI & CO.,
Chartered Accountants,


(CA. R.K. SONI)

Proprietor.
M.N.- 047151.
FRN-114625W.



For and on behalf of the Board

 
(Manoj Kumar Agarwal) (Deepa Mittal)
DIRECTOR DIRECTOR

Place: Mumbai

Date : 30.05.2012

SULABH ENGINEERS AND SERVICES LIMITED

REGD. OFFICE : 401 ORIENTAL HOUSE, 229/231, SAMUEL STREET, MUMBAI - 400003.

Note 1 :- Share Capital	2011-12	2010-11
Authorised Shares	110000000	60000000
11000000 Nos. Equity Shares of Rs.10/- each (Previous year 6000000 Equity shares of Rs.10/-each)		
	110000000	60000000
Issued ,Subscribed & Fully Paid	100475000	30475000
10047500 Equity Shares of Rs.10/- each (Previous year 3047500 Equity shares of Rs.10/-each)		
Total Issued ,Subscribed & Fully Paid	100475000	30475000

Share Capital Schedule (No. of shares Outstanding)	31-Mar-12		31-Mar-11	
	Nos	Amount	Nos	Amount
Opening number of Shares Outstanding	3047500	30475000	247500	2475000
Add: Preferential Shares	7000000	70000000	2800000	28000000
Less:	0	0	0	0
Closing number of outstanding shares at the end of the period	10047500	100475000	3047500	30475000

During the year ended 31 March 2012, the amount of per share recognised as distribution to equity shareholders was Rs. 0 (31 Mar2011: Rs.0)

Detail of Shareholders Holding more than 5 percent Shares

Name of the Shareholders	No.Of shares	% Shareholding
Ruchi Agarwal	600000.00	5.97%
Sandhya Agarwal	600000.00	5.97%



SULABH ENGINEERS AND SERVICES LIMITED

REGD. OFFICE : 401 ORIENTAL HOUSE, 229/231, SAMUEL STREET, MUMBAI - 400003.

Note 2:- Reserve & surplus		2011-12	2010-11
(a)	Capital & Redemption Reserve		
	Opening Balance	0	0
	Less: Trading to Share capital on issue of bonus shares	0	0
	Add/less: Any other adjustments	0	0
		0	0
(b)	Bond Redemption Reserve		
	Opening Balance	0	0
	Add: Any other adjustments	0	0
	Less: Any other adjustments	0	0
		0	0
(c)	Debenture Redemption Reserve		
	Opening Balance	0	0
	Add: Any other adjustments	0	0
	Less: Any other adjustments	0	0
		0	0
(d)	Capital Reserve		
	Opening Balance	0	0
	Add: Any other adjustments	0	0
	Less: Any other adjustments	0	0
		0	0
(e)	Securities Premium		
	As per last Balance sheet	28000000	0
	Add: Any other adjustments	70000000	28000000
	less: Any other adjustments	0	0
		98000000	28000000
(f)	General Reserve		
	As per last Balance Sheet	2400000	2400000
	Add: Any other adjustments	0	0
	less: Any other adjustments	0	0
		2400000	2400000
(g)	Foreign Currency Translation Reserve	0	0
(h)	Surplus in the statement of Profit & Loss Account		
	As per last Balance Sheet	2139278	2092497
	Add: Profit for the year	1479993	67394
	Less: Appropriations	0	0
	Proposed Dividend	0	0
	Tax on dividend	0	0
	Transfer to general reserve	0	0
	Net surplus in the statement of profit and loss account	3619271	2159891
Total Reserve & Surplus		104019271	32559891



SULABH ENGINEERS AND SERVICES LIMITED

REGD. OFFICE : 401 ORIENTAL HOUSE, 229/231, SAMUEL STREET, MUMBAI - 400003.

Note 3

Liabilities	Current		Non-Current	
	2011-12	2010-11	2011-12	2010-11
a) Borrowings				
Secured				
i. Loans repayable of demand				
-From banks;	0	0	0	0
-From other parties	0	0	0	0
ii. Loans and advances from related parties	0	0	0	0
iii. Deposits	0	0	0	0
iv. Other Loans and advances	0	0	0	0
	0	0	0	0
b) Trade payables	0	0	0	0
c) Other Liabilities	0	0	0	0
Current maturities of Long-Term debt	0	0	0	0
Current maturities of finance lease obligations	0	0	0	0
Deferred tax liability	0	0	0	0
Interest accrued but not due	0	0	0	0
Interest accrued and due	0	0	0	0
Income received in advance (Deferred and revenue)	0	0	0	0
Unpaid Dividends	9630	9630	0	0
Other Payables	736404	134780	0	128515
	746034	144410	0	128515
Note 4				
Provisions				
Provisions for employee benefit	0	0	0	0
others				
- Proposed Dividends	0	0	0	0
- Provision for Taxation	533201	0	0	0
	533201	0	0	0



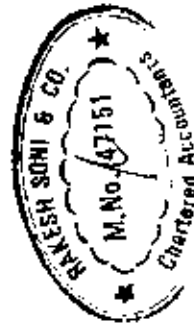
SULABH ENGINEERS AND SERVICES LIMITED

REGD. OFFICE : 401 ORIENTAL HOUSE, 229/231, SAMUEL STREET, MUMBAI - 400003.

Note 5

TANGIBLE AND INTANGIBLE ASSETS:

Particulars	Rate	GROSS BLOCK			DEPRECIATION		NET BLOCK	
		01.04.11	ADDITION	Total	01.04.11	Total	31.03.12	31.03.11
					During Yr.			
A) Intangibles:								
Goodwill	0	0	0	0	0	0	0	
Software	0	0	0	0	0	0	0	
Trademark								
B) Tangibles								
Furniture & Fixture	5190	0	5190	4906	284	5190	284	
TOTAL								
Total (Previous Year)	5190	0	5190	4906	284	5190	284	
	5190	0	5190	4874	32	4906	284	316



SULABH ENGINEERS AND SERVICES LIMITED

REGD. OFFICE : 401 ORIENTAL HOUSE, 229/231, SAMUEL STREET, MUMBAI - 400003.

Note 6

Non Current Investments	2011-12	2010-11
a) Investment Property	0	0
b) Investments in Equity Instruments	0	0
1. Investments in Associate - Un-Quoted		
Opening Balance	50000	0
(Extent of holding 99%)		
Add: Share of profit for previous years	0	0
Add: Share of profit for current year	0	0
(Market Value_)		
2. Investment - Quoted	0	0
(Market Value_)		
3. Investment in joint Venture - unquoted	0	0
4. Other unquoted investments	1400000	0
	1450000	0

Aggregate amount of quoted investment(Market Value)	0	0
Aggregate amount of Unquoted investment	1450000	0
Value of Investment Property	0	0

Note 7

Current Investments	2011-12	2010-11
a) Investment in Mutual Funds	0	0
Mutual Funds(Provide break up of each scheme of mutual fund invested into)		
b). Other investments		
Commercial Paper of _____	0	0
Commercial Paper of _____	0	0
Certificate of Deposit of _____	0	0
Certificate of Deposit of _____	0	0
c) Quoted Investments	0	0
	0	0

Aggregate amount of quoted investment(Market Value)	
Aggregate amount of Unquoted investment	



SULABH ENGINEERS AND SERVICES LIMITED

REGD. OFFICE : 401 ORIENTAL HOUSE, 229/231, SAMUEL STREET, MUMBAI - 400003.

Note 8

Inventories	Current		Non- Current	
	2011-12	2010-11	2011-12	2010-11
a) Raw Materials	0	0	0	0
b) Work- in progress	0	0	0	0
c) Finished goods	0	0	0	0
d) Stock in trade	0	0	0	0
Programs, Movies & Rights	0	0	0	0
- Unamortised cost	0	0	0	0
- Under production	0	0	0	0
Raw stock Tapes	0	0	0	0
	0	0	0	0
e) Stores & Spares	0	0	0	0
f) Loose Tools	0	0	0	0
	0	0	0	0
TOTAL	0	0	0	0

Note 9

Cash & Cash Equivalents	Current		Non- Current	
	2011-12	2010-11	2011-12	2010-11
a) Balances with Banks				
Balances with Banks	192984	36566252	0	0
On current accounts	0	0	0	0
On Margin Money	0	0	0	0
On unpaid dividend account	48422	48422	0	0
Deposits with banks maturity less than 12 months	50147957	0	0	0
	50389363	36614673	0	0
b) Cheques, drafts on hands	0	0	0	0
c) Cash on Hand	873497	3273	0	0
	51262860	36617947	0	0



SULABH ENGINEERS AND SERVICES LIMITED

REGD. OFFICE : 401 ORIENTAL HOUSE, 229/231, SAMUEL STREET, MUMBAI - 400003.

Note 10

Trade Receivable	Current		Non- Current	
	2011-12	2010-11	2011-12	2010-11
Unsecured considered goods	0	0	0	0
Outstanding for a period exceeding	0	0	0	0
Six month from the date they are	0	0	0	0
due for payment	0	0	0	0
Others	0	0	0	0
	0	0	0	0
Less: Provision for doubtful debts	0	0	0	0
TOTAL	0	0	0	0

Note 11

Loans & Advances	Current		Non-current	
	2011-12	2010-11	2011-12	2010-11
a) Loans & Advances to Related parties	0	0	0	0
b) Other Advances				
Interest accrued on Investments	0	0	0	0
Loans	0	0	0	0
Advances, secured considered good	0	0	0	0
Advances, usecured considered good	125325119	26041481	1300000	0
Less: Provision for doubtful advance	0	0	0	0
Advance Direct Taxes	665007	0	0	185021
Advance Indirect Taxes	0	0	0	0
Other Receivables	0	0	0	0
Unsecured considered goods	0	0	0	0
Outstanding for a period exceeding	0	0	0	0
six month from the date they are	0	0	0	0
due for payment	0	0	0	0
Others	0	0	730520	463083
Capital Advances	25040000	0	0	0
Deposits secured, considered goods	0	0	0	0
Deposits unsecured, considered goods	0	0	0	0
TOTAL	151030126	26041481	2030520	648104

Note: The above figures includes interest free loans & advances Rs.150.00 Lakhs.

Note 12

Revenue from Operations	2011-12	2010-11
a) Interest Income	3782904	71480
b) Dividend Income	0	201397
	3782904	272877



SULABH ENGINEERS AND SERVICES LIMITED

REGD. OFFICE : 401 ORIENTAL HOUSE, 229/231, SAMUEL STREET, MUMBAI - 400003.

Note 13

Other Income	2011-12	2010-11
a) Commission	0	0
b) Interest	0	0
c) Dividend	0	0
d) Miscellaneous Income	0	0
	0	0

Note 14

Cost of Materials Consumed	2011-12	2010-11
Finished Goods	0	0
Opening Stock	0	0
Add: Purchase During the Year	0	0
Less: Closing Stock	0	0
	0	0

Note 15

Employee benefit expenses	2011-12	2010-11
a) Salaries & wages	513000	44469
b) Contribution to provident funds	0	0
c) Staffwelfare expense	0	0
	513000	44469

Note 16

Finance Cost	2011-12	2010-11
a) Interest Expense	405	0
b) Other finance cost	2605	1565
c) Net gain/loss on foreign currency transaction & translation	0	0
	0	0
	3010	1565



SULABH ENGINEERS AND SERVICES LIMITED

REGD. OFFICE : 401 ORIENTAL HOUSE, 229/231, SAMUEL STREET, MUMBAI - 400003.

Note 17

Other Expenses	2011-12	2010-11
a) Rent	119000	12000
b) Rates & Taxes	0	0
c) Repaires & Maintenance		
Plant & Machinery	0	0
other	0	0
d) Insurance	0	0
e) Electricity & Water Charges	0	0
f) Communication expenses	16568	0
g) Printing & Stationery	4200	3834
h) Miscellaneous expenses	143358	22
i) Conveyance & Travelling expenses	37566	40
j) Vehicle expenses	0	0
k) Director remmuneration	360000	0
l) Securities Transaction Tax	0	6091
m) Legal, Professional and consultancy charges	255813	47045
n) Auditors Remmuneration	76000	20000
o) Provisiona for doubtful debts and advances	0	0
p) Bad debts and advances written off	0	0
q) Loss/(Profit) on sale of fixed assets	0	60813
r) Loss/(Profit) on sale of investments	0	0
s) Share issue and preliminary expenses w/o	183333	2810
t) Advertisement and Publicity expenses	57578	6763
u) Commision on Sales & services	0	0
v) Business promotion expenses	0	0
	1253416	159417

Auditors Remmuneration Under:

Particulars	2011-12	2010-11
Audit fees	25000	20000
Tax Audit fees	0	0
Certificate & Tax Services	51000	0
Total	76000	20000



SIGNIFICANT ACCOUNTING POLICIES

- A. Basis Of Preparation of Financial Statements**
The financial statements are prepared under the historical cost convention, in accordance with the generally accepted accounting principles in India. And the provisions of the Companies Act, 1956.
- B. Own Fixed Assets.**
During the year end Fixed assets' net WDV was Rs.284/- only, was fully charged to Depreciation in the Revenue account.
- C. Depreciation and Amortisation**
Depreciation on fixed assets is provided to the extent of depreciable an written down value Method (WDV) at the rates and in the manner prescribed in the schedule XVI to the companies Act, 1956, but at the end of the year Rs.284/- was remaining in Fixed Assest a/c, therefore full amount Rs.284/- was charged to Depreciation a/c.
- D. Foreign Currency Transactions**
No Foreign transaction was entered during the year 2011-12.
- E. Investments**
Current investments are carried at lower of cost and quoted/fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long – term investments are made only if such a decline is other than temporary.
- F. Revenue Recognition**
Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operation consists Interest income only.
- G. Employee Benefits**
(i) Short term employee benefits are recognised as an expense at the undiscounted amount in the Profit & Loss account of the year in which the related service is rendered.
(ii) Post employment and other employment benefits are recognised as an expense at the in the Profit & Loss account of the year in which employee has rendered service.
- H. Provision for Current and Deferred Tax**
Provision for current tax is made after taking into consideration benefits admissible under the provision of Income tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantially enacted as on the balance sheet date. During the year under review, no Deferred Tax provision was applicable to the Company.
- I. Provisions, Contingent Liabilities and Contingent Assets**
Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. In the opinion of Management, there was no Contingent Liabilities and contingent Assets.



NOTES ON ACCOUNTS

1. Since the amount of Deferred Tax provision was not material, therefore no provision for deferred tax was made as on 31.03.2012.
 2. List of Related Parties are as under:
 - a. Sulabh Agro P. Ltd
 - b. Sulabh Engg. Cons. P.Ltd
- Transactions with Related Parties are as under:
- a. Sulabh Agro P.Ltd. – Rs. 25,000/-
 - b. Sulabh Engg. Cons. P.Ltd.- Rs. 25,000/-
 - c. Manoj Kumar Agarwal- Director Remuneration – Rs.180000/-
 - d. Deepa Mittal-Director Remuneration- Rs.180000/-
3. During the year under review, the Company has issued 70,00,000 Equity shares on preferential basis of Rs.10/- each on premium Rs.10/- each, out of which 17,00,000 Equity shares were issued to Promoters and 53,00,000 Equity shares to Non-Promoters.
 4. Loans & Advances includes Rs.250,40,000/- being advance paid to Sanjeevani Fertilizers & Chemicals Pvt. Ltd. as advance for use of land owned by Sanjeevani Fertilizers & Chemicals Pvt. Ltd.
 5. Advances also includes Rs.13,00,000/- being advance paid to M/s.MGIL Emerald Garden Invt. Pvt. Ltd., as advance for purchase of property.
 6. Previous year's figures has been rearranged and regrouped, wherever required to make comparable with current year's figures.
 7. Balances of sundry debtors, sundry creditors, loans and advances (debit & credit) shown in the Balance Sheet, are subject to confirmation and verification from respective parties.



8. Auditors' Remuneration comprises of:
Statutory Audit fee- Rs.25,000/-
Certification Fee- Rs.51,000/-
9. Directors Remuneration includes payment made to Mr.Manoj Kumar Agarwal Rs.180000/- & Mrs. Deepa Mittal Rs.180000/- Director of the Company.
10. EPS and DEPS for the year 2011-12 is Rs. 0.46 calculated as (Profit after tax for the year is Rs. 14,79,993/- divided by weighted No. of shares 30,47,500 + (70,00,000*9/366))
11. As per Management's explanation amount due to SSI, MICRO, Small Enterprises is NIL.
12. Cash Balances at the year end is not verified by the Auditors, the same is relied on the certification by the Management.
13. Expenditure in Foreign Currency-NIL
14. Earning in Foreign Currency-NIL

As per our report of even date

For Rakesh Soni & Co.

For Sulabh Engineers and Services Ltd.

Chartered Accountants



(R.K. Soni)

Proprietor

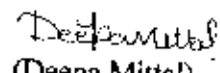
M.N.:047151

FRN.:114625W




(Manoj Kumar Agarwal)

Director


(Deepa Mittal)

Director

Place: Mumbai

Date: 30.05.2012

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2012**

Note 2

Related Party Disclosure

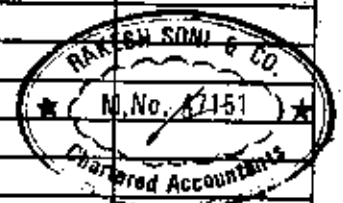
- (i) List of Parties where control exists
(ii) Associate Companies

Name of the Associate Company	Extent of Holdings	Country of Incorporation
Sulabh Agro Pvt. Ltd.	9.9%	India
Sulabh Engg. Cons. Pvt. Ltd.	9.9%	India

- (iii) Other Related Parties with whom transactions have taken place during the year and balances
Directors / Key Management Personnel

Transactions during the year with related parties

Sr. No.	Particulars	2011-12 Amount	2010-11 Amount
	Balances as at,		
A)			
	Fixed Assets / Capital work in Progress / Capital Advances		
	Other Related Parties		
B)	Investments		
	Other Related Parties		
	Balance as at March 31,		
	<u>Associates</u>		
	Balance as at March 31,		
	Sulabh Agro Pvt. Ltd.	25000	0
	Sulabh Engg. Cons. Pvt. Ltd.	25000	0
C)	Sundry Debtors as at March 31,		
	Other Related Parties		
D)	Loans, Advances and Deposits Given as at March 31,		
	Other Related Parties		
E)	Sundry Creditors as at March 31,		
	Other Related Parties		
	Associates		
F)	Loans, Advances and Deposits Received as at March 31,		
	Other Related Parties		



G)	Sales and Services Turnover		
	Sales, Services and Recoveries (Net)		
	Other Related Parties		
	Advertisement Income (Net)		
	Other Related Parties		
	Commission Received		
	Other Related Parties		
H)	Other Income		
	Dividend Received		
	Other Related Parties		
	Associates		
	Interest Received		
	Other Related Parties		
	Rent/Miscellaneous Income		
	Other Related Parties		
	Balances Written Back		
	Other Related Parties		
	Sale of Investments		
	Other Related Parties		
I)	Share of Profit/(Loss) In Associates		
J)	Purchase of Programs, Goods and Services		
	Other Related Parties		
K)	Other Expenses		
	Interest Paid		
	Other Related Parties		
	Remuneration and Consultancy fees paid		
	Key Management Personnel		
	Manoj Kumar Agarwal	180000	0
	Deepa Mittal	180000	0
L)	Loans, Advances and Deposits Given		
	Other Related Parties		
M)	Purchase of Fixed Assets/CWIP/Capital Advances		
	Other Related Parties		
	Associates		
N)	Loans and Advances repayment received		
	Other Related Parties		
O)	Corporate Guarantees Given		
	Other Related Parties		



SULABH ENGINEERS AND SERVICES LIMITED

REGD. OFFICE : 401 ORIENTAL HOUSE, 229/231, SAMUEL STREET, MUMBAI - 400003.

Cash Flow Statement For The Year Ended 31.03.2012

Particulars	Year Ended 31.03.2012		Year Ended 31.03.2011	
A Cash Flow from Operating Activities				
Profit/(-)Loss for the Year before tax & extraordinary items		1479993		67394
<u>Adjustment for:</u>				
Depreciation	284		32	
(Increase)/Decrease in Misc. Expenditure	-267437		-463083	
Adjustment for previous Years	-20613		0	
(Profit) & Loss On Sale Of Investment	0		60813	
Interest & Financial Charges	0	-287766	0	-402238
		1192227		-334844
Operating Profit before Working Capital changes				
<u>Adjustments for:</u>				
(Increase)/Decrease in Loans and Advances	-128103624		-26135029	
(Increase)/Decrease in Inventory	0		0	
Increase/(Decrease) in current Liabilities	1006310		-931	
Less:-Direct Taxes Paid	0	-125097314	0	-26135960
Net Cash from Operating Activities		-123905087		-26470804
B Cash Flow from Investing Activities				
Purchase of investment	-2050000	-2050000	0	0
Sale Of Investment	600000	600000	6435573	6435573
Profit/(loss) on sale of investment	0	0	-60813	-60813
Net Cash from Investing Activities		-1450000		6374760
C Cash Flow from Financing Activities				
Share Capital Issue	70000000		28000000	
Share Premium A/c	70000000		28000000	
Interest and Financial Charges	0		0	
Dividends paid	0	140000000	0	56000000
Net Cash from Financing Activities		140000000		66000000
NET CASH FLOWS DURING THE YEAR(A+B+C)		14644913		35903956
Cash and Cash Equivalents(Opening Balance)		36617947		713991
Cash and Cash Equivalents(Closing Balance)		51262860		36617947



SULABH ENGINEERS AND SERVICES LTD.

Regd. off. : B-32 APMC Market-1 Phase-II, Sector-19 Vasi Navi Mumbai - 400 705

Corp. off. : 17/11, The Mall, Kanpur - 208 001

E-mail : sulabheng22@gmail.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Members of Sulabh Engineers and Services Limited will be held on Wednesday, the 22nd day of August 2012 at 11:00 A.M. at B-32 APMC Market-I Phase-II, Sector-19, Vasi, Navi Mumbai-400705, to transact the following business.


ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012 the Profit & Loss Account for the year ended on that date together with the Schedules and Notes attached thereto, along with the Reports of the Auditors and Directors thereon.
2. To reappoint Shri Santosh Kumar Agarwal, Director, who retires by rotation and being eligible, offers himself for re appointment.
3. To appoint M/S Satish Soni & Co., Chartered Accountants 15/2, 2nd floor, Meter House, Colaba, Mumbai-400001, Auditors of the company to hold office from the conclusion of this Annual General Meeting up to the conclusion of 30th Annual General Meeting and to authorize the Board of Directors to fix their remuneration in place of Rakesh Soni & Co Chartered Accountants.

Date: 17 July 2012

Place: Kanpur

By the order of Board
For Sulabh Engineers and Services Limited


(Diwaker Dubey)
ACS
Company Secretary

Contd on page no.2....

SULABH ENGINEERS AND SERVICES LTD.

Regd. off. : B-32 APMC Market-1 Phase-II, Sector-19 Vasi Navi Mumbai - 400 705

Corp. off. : 17/11, The Mall, Kanpur - 208 001

E-mail : sulabheng22@gmail.com

2

NOTES:

1. Rakesh Soni & Co Chartered Accountants do not offer themselves for Re appointment at the forthcoming Annual General Meeting of the Company. They will be ceased to be the Statutory Auditors of the Company with effect from the conclusion of the above said AGM. In view of the above M/S Satish Soni & Co., Chartered Accountants has to be appointed in place, and instead of Rakesh Soni & Co Chartered Accountants, as the new Statutory Auditors of the Company by the members of the Company at the said general meeting
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote in his stead and such a proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the time for holding the meeting.
3. Shareholders seeking any further information on Accounts and Operations of the Company at Annual General Meeting are requested to send their queries to the Company at registered office at least seven days before the date of meeting.
4. The register of Members and the Share Transfer Books of the Company will remain closed from Friday, the 17th August 2012 to Wednesday, the 22nd August 2012 (Both days inclusive) and the dividend for the year ended 31 March 2012, If declared by the Members in the Annual General Meeting to be held on 22nd August 2012 will be paid:
 - To those members whose names appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with Company or its registrars on or before 16th August 2012 and
 - In respect of shares held in electronic form to those beneficiaries whose names appear on the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL), and Central Depository Services (India) Limited (CDSL), at the end of business hours on 16th August 2012.


Company Secretary

ATTENDANCE SLIP
(To be presented at the entrance)

Reg. Folio No:
No. of Shares held:

I certify that I am a member/proxy of the Company.

I hereby record my presence at the Annual General Meeting of the Company to be held at its Registered Office, B-32 APMC Market-1 Phase-II, Sector-19, Vashi, Navi Mumbai-400705, Wednesday, the 22nd Day of August 2012 at 11:00 AM.

Member's/ Proxy name in BLOCK letters

Signature of Member/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting

PROXY FORM

Regd Folio No.:

I/We of
In the district of being a member/ members of the above
named company, hereby appoint
Of in the district of
Or failing him of
In the district of as my/our proxy to attend and vote on my/
our Proxy to attend and vote for me/us on my/our behalf at the Annual General
Meeting of the company to be held on Wednesday, the 22nd 2012, at 11:00 AM. and
at any adjournment(s) thereof.

Signed thisday of2012

Affix
Revenue
Stamp

Signature

Note: This Proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.